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POLICY ON SUCCESSION PLANNING FOR THE BOARD AND SENIOR MANAGEMENT

Background

Succession Planning is a process to ensure continuous and smooth transition of Board and senior management. It involves identification of these roles, assessment of potential and developing next generation of leaders as potential successors for key leadership roles in Accelya Solutions India Limited (“the Company”). The Company endeavors to nurture, train and increase the skill sets of employees at all levels, with the objective of ensuring smooth succession. The Company recognizes that succession planning is a continuous process rather than a one-time event and hence the Policy intends to align talent management with the said objective. In terms of the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Board of Directors is required to oversee the succession planning and shall satisfy themselves that plans are in place for orderly succession for appointments to the Board and Senior Management. In view of the same, the Company has formulated and adopted this Policy.

Applicability

- a. The Policy focuses on the Succession Planning at the Board and Senior Management.
- b. Committee or NRC means the Nomination and Remuneration Committee of the Board.
- c. Senior Management for the purpose of this Policy means and includes the following
 1. Any other person at the discretion of the NRC or Managing Director.
 2. Key Managerial Personnel means:
 - i. Chief Executive Officer or Managing Director or Manager;
 - ii. Company Secretary;
 - iii. Whole-Time Director;
 - iv. Chief Financial Officer;
 - v. such other officer, not more than one level below the directors who is in whole-time employment, designated as key managerial personnel by the Board of Directors of the Company; and
 - vi. such other officer as may be prescribed under the applicable laws and regulations from time to time.



Objectives

- a. To identify personnel who can be considered for appointment at the Board and Senior Management and groom them to assume such roles in the Company, whenever the need arises.
- c. To ensure that the business of the Company is not affected on account of interruptions caused due to superannuation or voluntary retirement or resignation or death or permanent incapacitation or sudden exit of any Member of the Board or Senior Management.

Succession Plan for the Board

The Committee shall identify suitable person from among the existing top management or from the outside to fill up the vacancy at the Board level. The appointment of the person at the Board level shall be in accordance with the applicable provisions of the Companies Act, 2013 read with Listing Regulations as may be amended from time to time.

Succession Plan for the Senior Management

The vacancy at Senior Management shall be filled up in line with the internal policy adopted by the management, keeping in view the organisation's mission, vision, values, goals and objectives.

Confidentiality

All persons responsible for execution of the Succession Planning Policy shall ensure confidentiality of the discussions and decisions with regard to the prospective candidate, except that the information may be shared, if required, with the concerned candidate in order to prepare him for such elevation.

Policy review

This Policy may be amended, modified or supplemented from time to time to ensure compliance with any modification, amendment or supplementation to the applicable laws and regulations or as may be otherwise prescribed by the Board of Directors from time to time.
